

AGENDA
CORPORATIONS COMMITTEE

Marriott Hotel, Los Angeles Airport
Friday, February 4, 2005
9:30 a.m. to 12:30 p.m.

I. ADMINISTRATIVE MATTERS [5 min.]

1. Opening remarks and announcements: Fotenos/McAllister
2. Approval of minutes: Barwick/Serepca

II. AGENCY AND LIAISONS' REPORTS [40 min.]

3. Securities and Exchange Commission: Tyson
4. NASD: Webber
5. Department of Corporations: LeBas/Oshima
6. Secretary of State: Mitchell/Bogart
7. Office of Governmental Affairs: Doyle
8. Dept. of Corporations Task Force: Barwick
9. BLS Committee liaison reports
 - Corporate Law Departments: Sawyers
 - Cyberspace Law: Serepca
 - Financial Institutions: Kolodny
 - Non-Profit Corporations: Delfino
 - Partnerships and LLCs: Demming
 - UCC: Hong

III. SUBCOMMITTEE REPORTS [30 min.]

1. Legislation: Stokdyk
2. Communications/Website: Hsu
3. Education/Publications: Shugart/Weakley
 - Gender program
 - Annual meeting topics & speakers
 - Webcasts
 - Selected 2004 developments in California corporate law

IV. 2004-2005 AGENDA: STATUS [90 min.]

1. Opinions Report: Fotenos
2. Guide to Organizing a California Corporation: Shugart/Weakley
3. California Disclosure Law comment Letter: Stokdyk
4. Corp. Code §§ 114, 191, 600(b), 601(b), 1501: Stokdyk
5. Uniform Securities Act amendments: Hiraide
6. Close Corporation Model Act adoption: Serepca
7. BLN article re SOX and state law conflicts: Wood
8. BLN article re SB 1306: McAllister
9. Commentary and annotations to National Venture Capital Association Model Forms: Skinner

V. OTHER BUSINESS [15 min.]

1. ABA Task Force on Attorney-Client Privilege: Hazen